MCCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW SUITE 4000

SOO SMITHFIRLD STREET PITTBEURGH, PENNSYLVANIA 15889

G. GRAY GARLAND, JE. EDMUND W. RIDALL. JR. CHARLES P. BURES EDWARD C. WACHTER, JR. STEPHEN JURMAN MICHAEL J. WOODRING THEA G. EVANEOVICE EWING C. BASEOR GHETCHEN G. DOMALDSON Bernard J. Bercik, Jr. Terry J. Himes

AREA CODE 412 TELEPHONE 866-1818 JOHN A. MODANN 1001-1072

PACHENCILES (410 P40-1817

April 1, 1991

Secretary Interstate Commerce Commission Washington, D.C.

1 1991 -2 00 PM APR

INTERSTATE COMMISSION

Dear Madam:

On November 12, 1975 at 10:25 A.M., there was filed and recorded with the Interstate Commerce Commission a railroad Equipment Lease dated as of September 15, 1975 ("Equipment Agreement"), between First National Bank and Trust Company of Evanston, as Lessor, and Illinois Terminal Railroad Company, as The Equipment Agreement was assigned recordation number The other primary documents to which the enclosed document is connected is recorded under Recordation No. 8115; we request that the enclosed document be recorded as a secondary document to both Recordation Nos. 8115 and 8116.

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the rules and regulations thereunder is two (2) executed counterparts of a Bill of Conveyance by and between First National Bank and Trust Company of Evanston, N.A., now known as First Illinois Bank of Evanston, N.A. and Westinghouse Credit Corporation dated as of March _____ 1991.

A general description of the railroad equipment covered by the enclosed document is:

DESCRIPTION	OUANTITY	CAR NUMBERS		
A. 4750 cubic feet capacity, 100-ton covered hopper railroad cars, manufactured by Pullman Standard in 1975, bearing Running Marks and Numbers	143	NW 712000 through NW 712149 (originally ITC 2000 through 2149)		
B. 52' 6", 100 ton gondola railroad cars with 4' 6" sides, manufactured by Pullman Standard in 1975 bearing Running Marks and Numbers	38	NW 713862 through NW 713899 (originally ITC 3862 through		

Total: 181

Queste Parts - Jammy M. Cawson

The names and addresses of the parties to the enclosed document are:

Bill of Conveyance dated as of March , 1991.

Seller:

First National Bank and Trust Company of Evanston, N.A., now known as First Illinois Bank of Evanston, N.A. 800 Davis Street Evanston, IL 60204-0712

Buyer:

Westinghouse Credit Corporation One Oxford Centre Pittsburgh, PA 15219

A fee of $\frac{5}{15}$ is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

You are hereby authorized to deliver any and all executed copies of the Bill of Conveyance not needed by the Commission, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

Enclosures

07LT39/36

APR 1 1991 - 20 PM

BILL OF CONVEYANCE

INTERSTATE COMMISSION

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, First National Bank and Trust Company of Evanston, now known as First Illinois Bank of Evanston, NA, with an address at 800 Davis Street, Evanston, Illinois 60204-0712 ("Seller"), does hereby sell, assign, transfer and convey absolutely to Westinghouse Credit Corporation, a Delaware corporation with an address at One Oxford Centre, Pittsburgh, Pennsylvania 15219 ("Buyer"), all right, title, and interest in and to the railway rolling stock and the Lease Agreement relating thereto, more specifically described on Schedule 1 attached hereto and made a part hereof (the "Railcars"), and all appurtenant rights relating thereto. Seller is the lawful owner of the Railcars and title to the Railcars is transferred to Buyer free and clear of all liens, claims, demands, encumbrances, privileges, pledges or other charges of any nature and kind whatsoever.

Dated thi	.s28+	h day	of	March,	1991.
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FIRST NATIONAL BANK AND TRUST COMPANY OF EVANSTON, now known as FIRST ILLINOIS BANK OF EVANSTON, NA

	ı. E	By: Charle W. Tramel
	ı	te: VICE PRESIDENT and TRUST OFFICER
STATE OF Securis	,	<u>.</u>)
COUNTY OF _Cook_	nderly side alternation of the state of the) ss: _)
•	_	

On this day of the large of the personally appeared to me personally known, who, being by me duly sworn, says that is VICE PRESIDENT and TRUST OFFICER of First National Bank and Trust Company of Evanston, now known as First Illinois Bank of Evanston, NA, and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.

Notary Public

My Commission Expires: Dahal

OFFICEA SEAL
DAISY K. GREENSPAN
Motary Public, Cook County
State of Illinois

My Commission Expires 3-14-93

0763/A9

SCHEDULE 1 The Railcars

 143 4750 cubic feet capacity, 100-ton covered hopper railroad cars, manufactured by Pullman Standard in 1975, bearing Running Marks and Numbers:

NW 712000 through NW 712149 (originally ITC 2000 through 2149)

2. 38 52' 6", 100-ton gondola railroad cars with 4' 6" sides, manufactured by Pullman Standard in 1975, bearing Running Marks and Numbers:

nw 713862 through NW 713899 (originally ITC 3862 through 3899)

Total: 181 Railcars

The Lease

Equipment Lease Agreement dated as of September 15 1975 between Norfolk and Western Railway Company, as assignee of Illinois Terminal Railroad Company, as lessee, and First National Bank and Trust Company of Evanston, NA, now known as First Illinois Bank of Evanston, NA, as Lessor.

0763/A10

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

4/1/91

Michael J. Woodring McCann, Garland, Ridall & Eurke Suite 4000 309 Smitfield Street Pittsburgh, PA. 15222

Dear Sirs:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 4/1/91 at 2:00PM, and assigned recordation number(s). 8115-C and 8116-G.

Sincerely yours,

Sidney L. Strickland, Jr. Secretary

McCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW SUITE 4000 SOS SECTIONED STREET

PITTSBURGH, PENNSYLVANIA 15889

CODE 418

PACHIMILE: (412: 800-1817

JOHN A. MCCANN

1001-1072

ARMA CODE 419 TELEPHONE 500-1818

April 1, 1991

1-091A013

Secretary Interstate Commerce Commission Washington, D.C.

APR 1 1991 - 2 00 PM

Dear Madam:

g. Gray Garland, Jr. Edmund W. Ridall. Jr.

OTEPEEN JURNAN MICHAEL J. WOODEING THEA G. EVANKOVICH

EWING C. BARROR

CHARLES B. SURES EDWARD C. WACETER, JR.

GESTGEEN G. DORALDSON BERNARD J. BERGIE, JR. TERRY J. HIMBS

INTERSTATE COMMERCE COMMISSION

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Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the rules and regulations thereunder is two (2) executed counterparts of a Bill of Conveyance by and between First National Bank and Trust Company of Evanston, N.A., now known as First Illinois Bank of Evanston, N.A. and Westinghouse Credit Corporation dated as of March ______, 1991.

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Ourlas Met - Lammy M

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First National Bank and Trust Company of Evanston, N.A., now known as First Illinois Bank of Evanston, N.A. 800 Davis Street

Evanston, IL 60204-0712

Buyer:

Westinghouse Credit Corporation One Oxford Centre Pittsburgh, PA 15219

A fee of \$ 15 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

You are hereby authorized to deliver any and all executed copies of the Bill of Conveyance not needed by the Commission, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

Enclosures

07LT39/36

APR 1 1991 - 2 co PM

BILL OF CONVEYANCE

INTERSTATE COMMERCE COMMISSION

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Dated this ____2844 __ day of March, 1991.

FIRST NATIONAL BANK AND TRUST COMPANY OF EVANSTON, now known as FIRST ILLINOIS BANK OF EVANSTON, NA

	ву:	harles W. Toranel
	Its:	VICE PRESIDENT and TRUST OFFICER
COUNTY OF Cook)) ss:	

On this day of warel 1991, before me personally appeared being by me duly sworn, says that is wife president and Trust General of First National Bank and Trust Company of Evanston, now known as First Illinois Bank of Evanston, NA, and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.

Notary Public

My Commission Expires:

March 14, 1993

0763/A9

OFFICIAL SEAL DAISY K. GREENSPAN Notary Public, Cook County State of Illinois

My Commission Expires 3-14-93

SCHEDULE 1 The Railcars

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0763/A10